

X-MEN

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MARVEL® COMICS GROUP

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BY THE
COMICS
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AUTHORITY

THE ALL-NEW, ALL-DIFFERENT

X-MEN™



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**PHOENIX
ALONE**
AGAINST THE
MOST
FEARSOME
FOE OF
ALL!



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THE **FLAME, THE FRENZY... AND FIRELORD!**



J.S.C.A. Jolly Giant
has it all for you!

No Limit to the Number of
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WE PAY POSTAGE!

Enroll now as a member of the Junior Sales Club of America. We'll send you a Free Prize Catalog, Membership Card, full selling information plus your first order of 12 boxes of lovely All Occasion Greeting Cards. As each order is sold, you may reorder additional cards until you've met your prize requirements. Cards are sent on credit. **YOU PAY NOTHING IN ADVANCE.**

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Cyclops. Storm. Banshee. Nightcrawler. Wolverine. Colossus. Children of the atom, students of Charles Xavier, **MUTANTS**—feared and hated by the world they have sworn to protect. These are the **STRANGEST** heroes of all!

Stan Lee
PRESENTS:

THE UNCANNY X-MEN!

PHOENIX UNLEASHED!



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HESITATION...

TOO LONG HAVE YOU
TOYED WITH US, VILLAIN,
LETTING OTHERS
FIGHT YOUR BATTLES
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RECKONING IS AT
HAND! TAKE HIM,
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ANY TIME,
COLOSSUS!

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RAK!

CYCLOPS!
ERIC HAS
ANOTHER ALLY!
WE'RE UNDER
ATTACK!

NO KIDDIN'!
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YEOWW!

WHO IS
THIS CLOWN,
FR CRYIN'
OUT LOUD?!



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My pupil
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Mr. Universe
winner, is
muscling up with
my Power-X,
why not you!

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Use these SECRETS of the world's most famous muscle stars.

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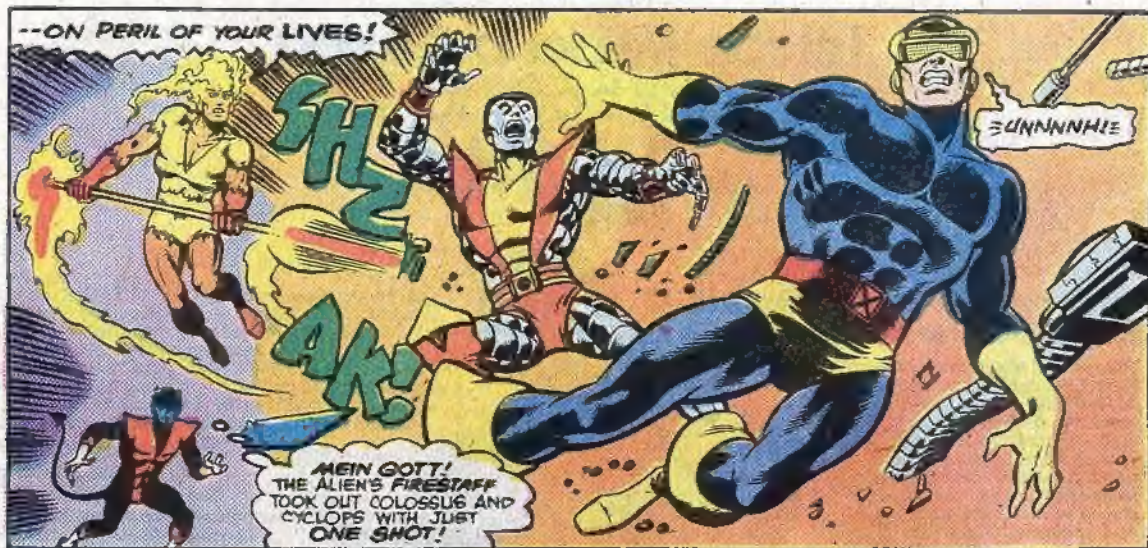
IN CANADA: Weider Institute, 2875 Bales Rd., Montreal, Quebec H3B 1B7

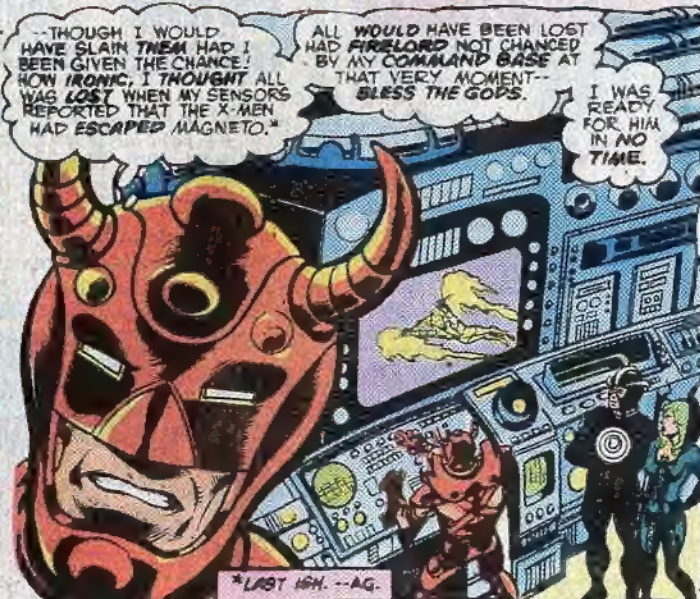
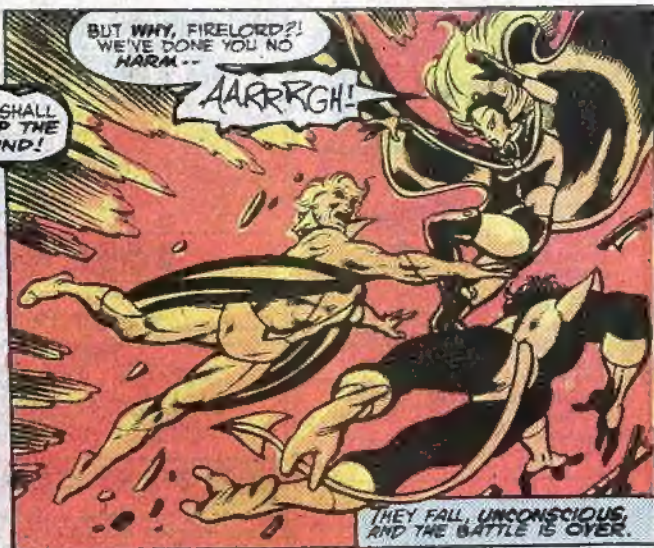


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add up to several hundred dollars extra income, just a sample of what's ahead!

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After completing a few lessons, started doing small jobs, earned \$500 spare time. Now earning \$100 extra per week.
E. E. Neel, Houston, Tex.

Wish I'd taken the locksmithing course much sooner. Earned \$380 while training. Instructor was very helpful and prompt.
John F. Lewis, Chicago, Ill.

My main motivation was independence. Earned \$500 part time while still studying. Definitely see more potential earnings.
Gerald Sosantovich, Pte. Claire Que.

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Donald J. Brooks, El Monte, Calif.

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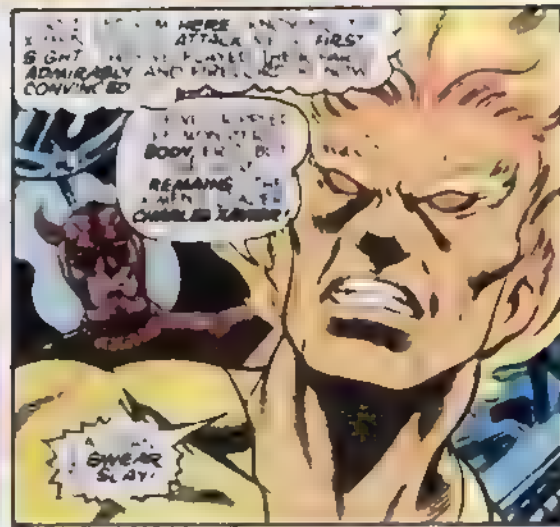
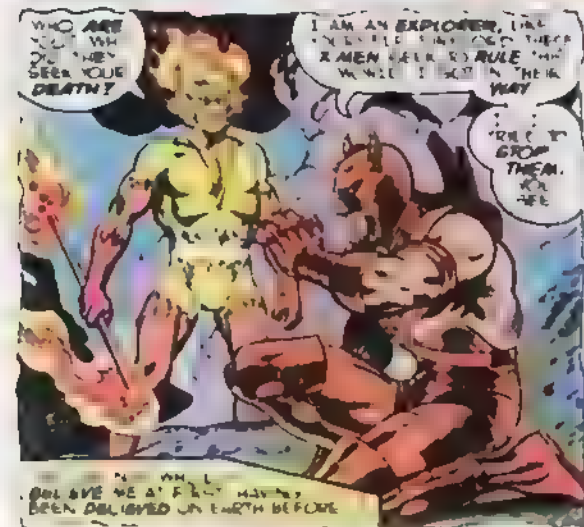
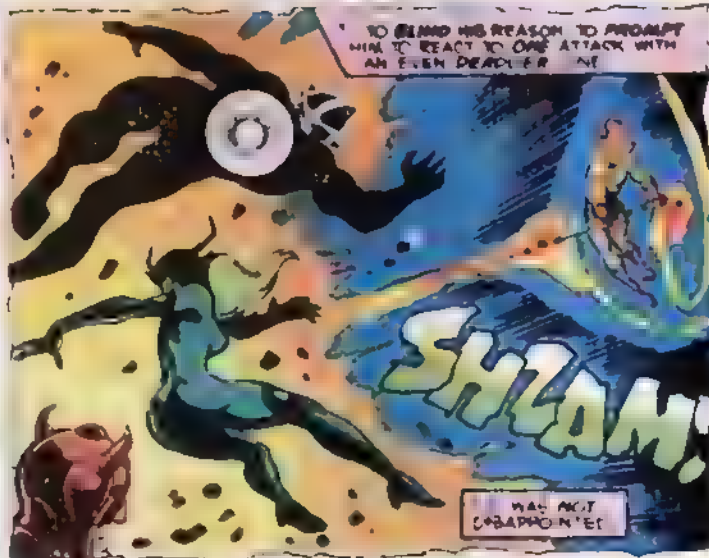
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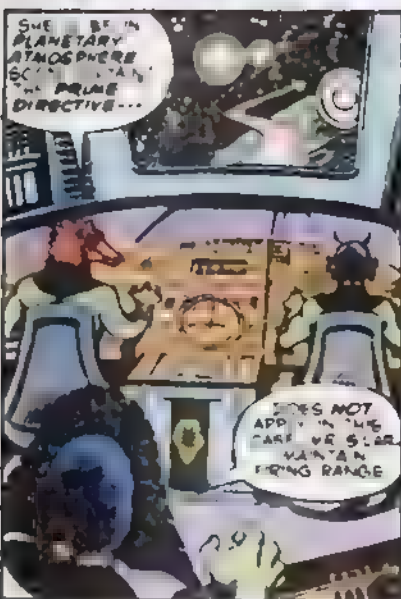
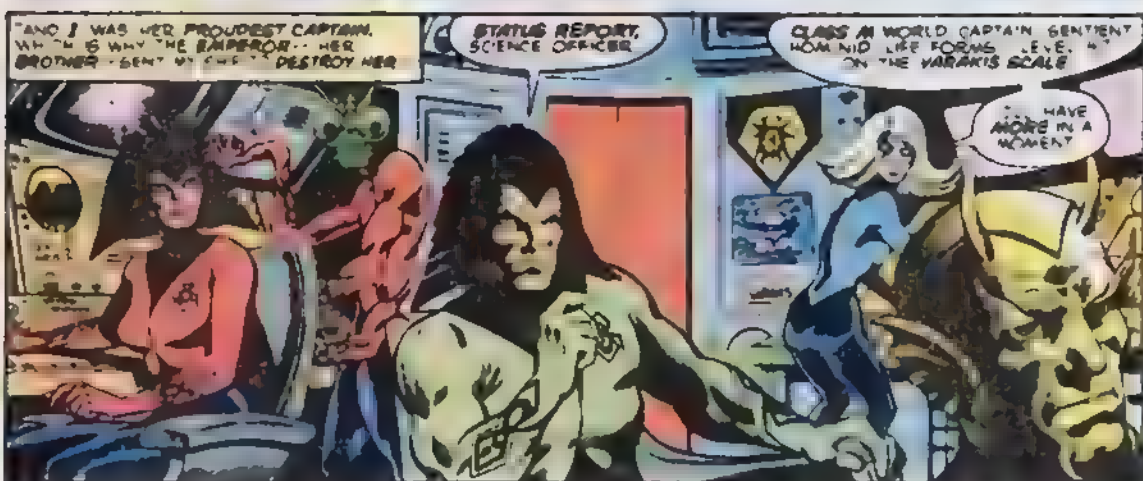
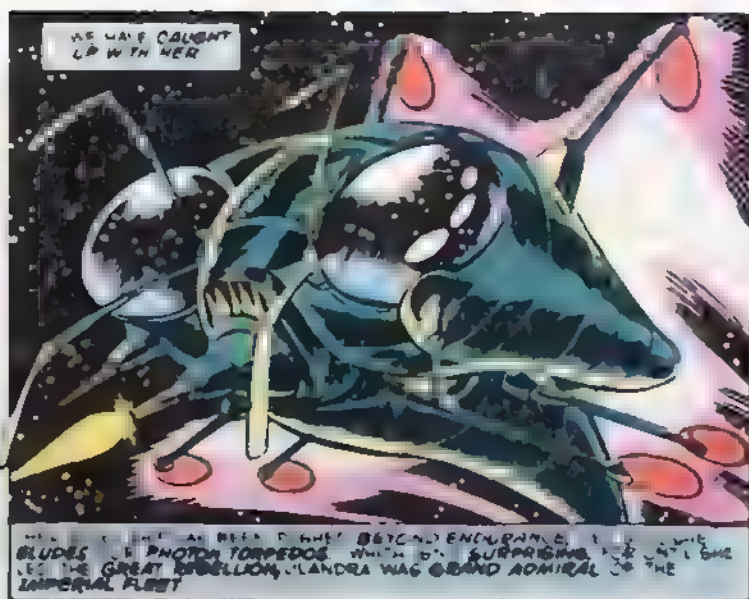
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BUT AT LEAST YOU'LL
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Super

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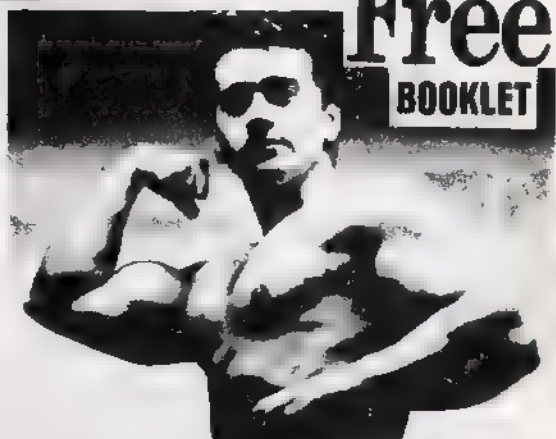
"In just 3 weeks, I have gained 1 1/2" on my arms and 4" on my chest. I have also lost 4" off my waist. Your course is just great!"
D. Roberts

"I was a skinny weakling when I enrolled, now I've gained 30 pounds in just 45 days. I am truly amazed. I'm going to be dynamite on the beach."
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B. Daniels

"I have gained 5" on my arms and 12" on my chest while losing 3" off my waist. I have tripled my power and speed. Thanks for what you have done for me."
M. Robinson

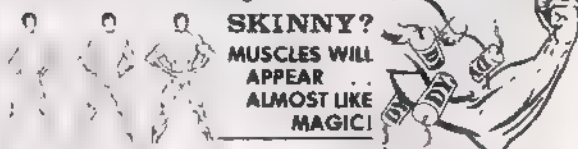


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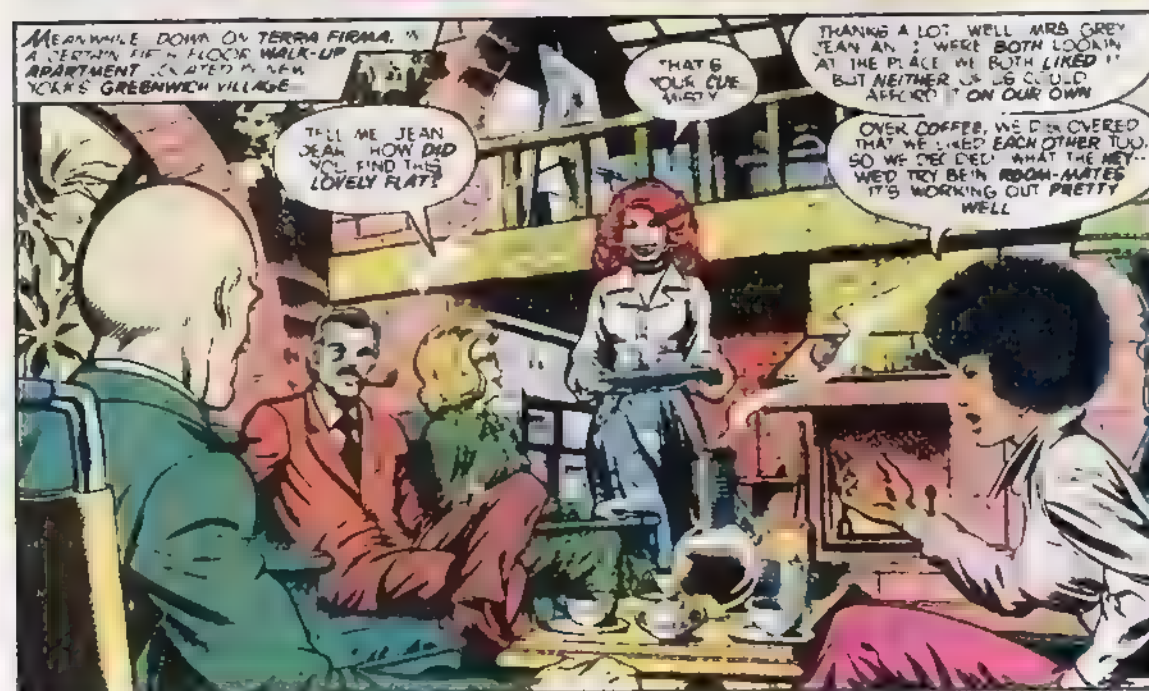
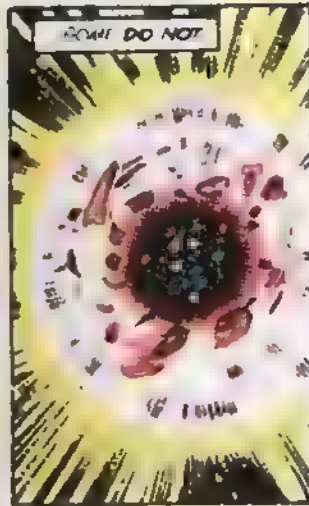
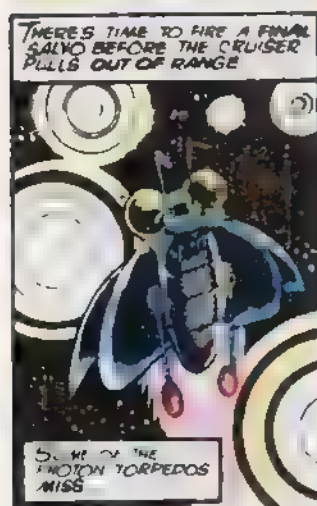
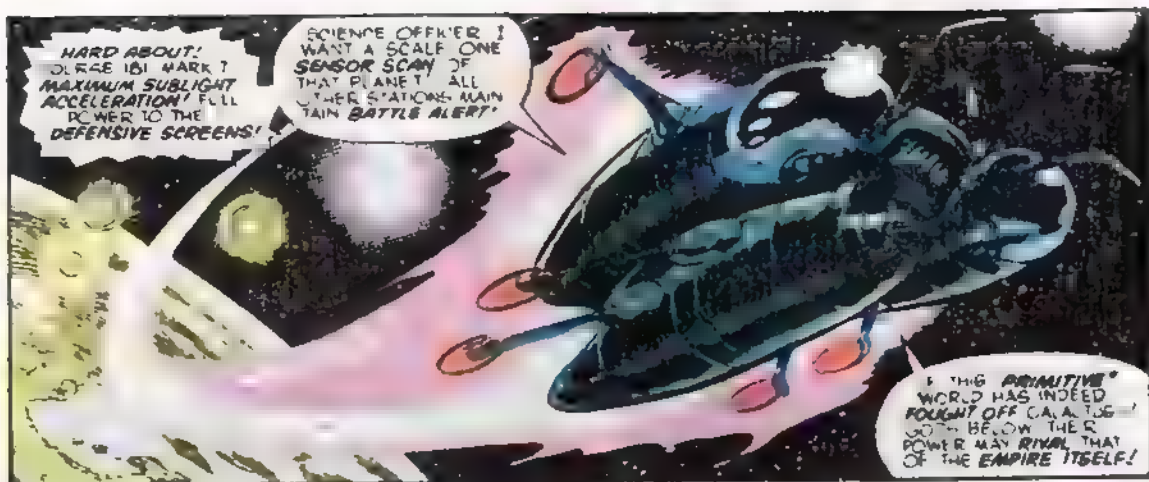
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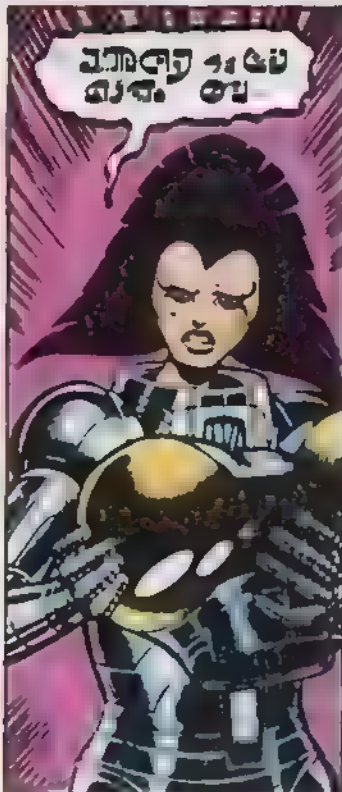
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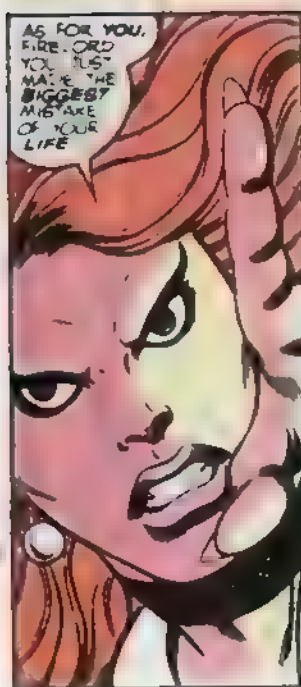
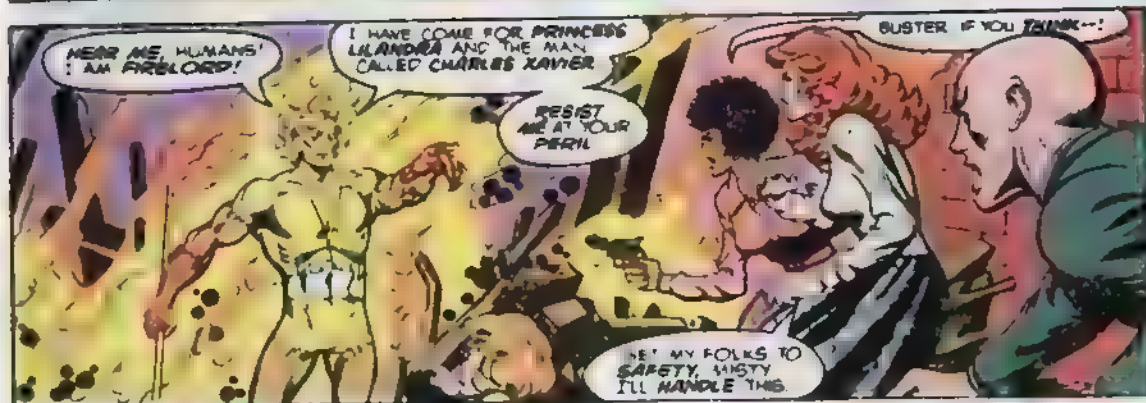
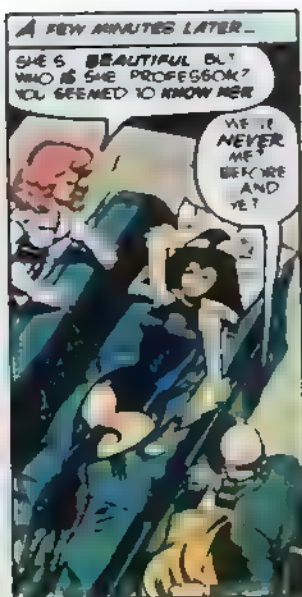
City _____ State _____ Zip _____

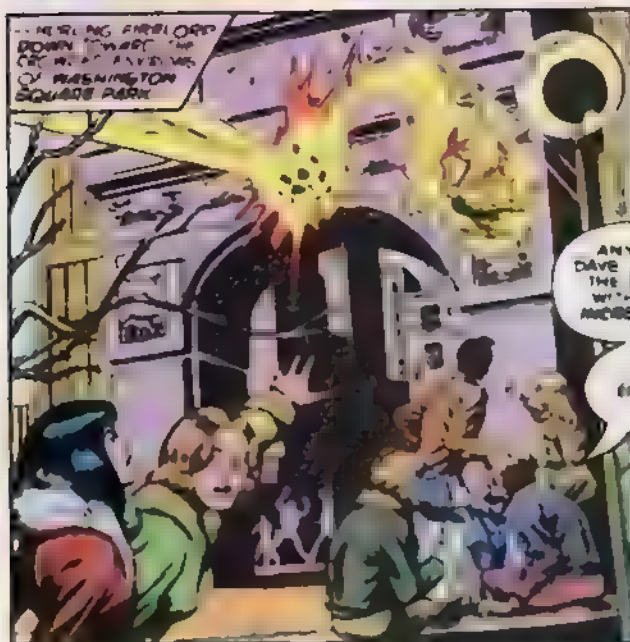
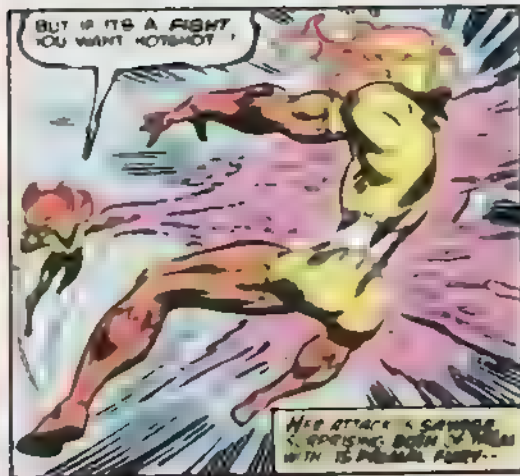
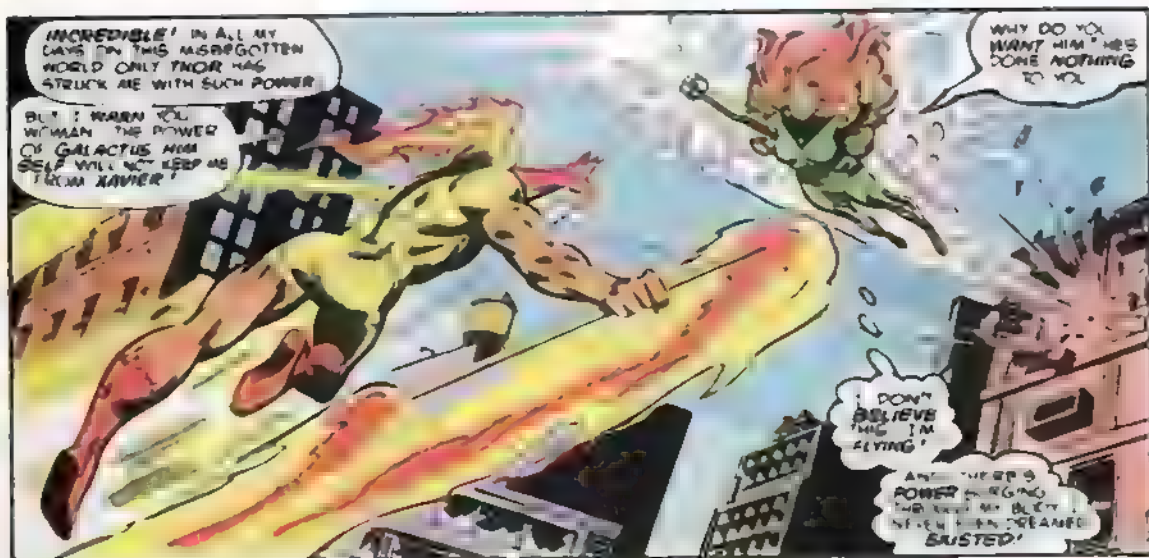
MAIL THIS COUPON TODAY

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X-MAIL

90 MARVEL COMICS GROUP, 575 MADISON AVE., N.Y.C. 10022

Dear Chris & Dave,

Is it possible to put a sigh on paper? No. I don't think so. I mean I know it's possible to write the word "sigh," but whenever I come across the word "sigh" in a sentence I find myself reading the word instead of mentally conjuring up the sound. But try, if you can, to imagine a deep, contented, warm sigh starting from the heart and oozing through the body and trustfully leaving through the mouth. Try to imagine that, because it's the feeling I get after reading X-MEN. The ultimate relief knowing that no matter what else is going on at Marvel or elsewhere, X-MEN is complete and total justification for my being a comics fan. (Sigh) (Don't read it, k ddo, FEEL it.)

Chris, what can I possibly say about the X-MEN? I've loved other super hero groups, but the X-Men are it.

My favorites would have to be Storm and Nightcrawler (and I should add that, thanks to the enormously talented Dave Cockrum, Ororo and Kurt are also the most visually stunning of the group).

Storm, you see, is a lot like me. She knows her limits, and understands them, but still. She's aware of how "green" she is, how little she knows. But she STILL is very self-confident and seems to think since she's got everything under control NOW, why should she have trouble in the future? X-MEN #102 may change things since it has finally exploited the one weakness of comics' most powerful woman. Even so, Ororo's incredibly beautiful and powerful, and even though she straddles the fine line between super heroine and goddess, she's still down to earth enough for me.

Kurt is simply delightful, what more can I say? He looks like something Ray Harryhausen made come to life, but he's actually so boyish and exuberant and unaffected that I think I'm in love with him. As far as I'm concerned, he can throw out his image inhibitor.

The rest of the group is grand, too, and Jean Grey, though she's always been far too straight laced for me, looks like she's going to be fascinating. And if you let Misty Knight slip away without showing her off, Chris, then I'll see to it that you're promptly paralyzed by being forced to watch reruns of that other blonde woman.

Chris, you're very lucky, on both X-MEN and IRON FIST you've had the good fortune of being associated with two fine artists. It's always a joy to watch good characters develop, but with a powerful artist like Dave Cockrum, the "watching" itself can become a selling point of the book.

Now I don't want to rush you or anything, but if you'd only have Jean Phoenix recuperate and bring back Havok and Polaris.

Sophie Davenport
Fairborn Street
Boise, ID

To answer your last question first, Sophie, your wish is our command. Indeed almost all your wishes, as this issue showcases both Jean Grey/Phoenix and Misty Knight, and it heralds the—sigh! brief (but don't worry, they'll be back again)—return of Havok and Polaris. As for the rest of your letter...well, let's just say receiving and reading it was a beautiful way to end the year. Your words speak for themselves, Sophie, and we're real glad you sent 'em. (Sigh!)

Dear Chris & Dave,

X-MEN #102 was very nice. Chris' obvious fondness for Modesty Blaise showed up in Ororo's origin. I half-way expect that sometime in Nightcrawler's past, a lonesome, dark haired woman bought him out of slavery and said to him, "They tell me you're a hobgoblin, Kurt Wagner, and I have no use for hobgoblins, but I've a hunch there's a man somewhere under there who wants out, and I'm willing to give him a chance." And in the character of Misty Knight, who, we learn, has been Jean's roommate on her New York *wanderjahr*. Does this portend an IRON FIST X-MEN team-up? After all, Wolverine appeared in IRON FIST not so long ago, as you will no doubt remember if you are a peruser of backgrounds.

A lot of questions have been raised in the course of this series, but that seems to be a hallmark of Claremont scripting. Like, for instance, since Prof. Xavier is legally dead, and his will went through probate naming Scott as executor, who currently controls the Xavier fortune, and why? And what about Colossus, now you see them now you don't, parents? And the Council of the Chosen? And where did Wolverine get his wristblades/claws, adamantium claws? And why wasn't Kurt Wagner drowned at birth? Maybe you could expand on his origin to explain this?

I see I have neglected to mention the art, especially the masterful job on Ororo's origin, of drawing the character from infant to teen and making her recognizably the same person as the adult we know. As a fledgling artist, I know that this is not easy, and I offer you my congratulations. Dave, keep up the good work, both of you.


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An Iron Fist X-Men team-up? It's possible, Martin & Black, Ltd.—after all, in the Marvel Universe, *anything's* possible. But all we'll say on that score is that if any X-MEN/IRON FIST lovers pass up IRON FIST #15—boy, are you going to miss a treat! Beyond that, our lips are sealed. Concerning your questions, though, space prevents us from going into them in any great detail. The potential hassles surrounding Xavier's will is/are an interesting point—as are, in fact, all your questions. Unfortunately, all we can say in answer is to stick with the book, because both Chris and Dave swear on their lives that every loose end in this book'll be cleared up by the turn of the century. Scout's honor! And we all know that writers and artists *always* tell the truth.


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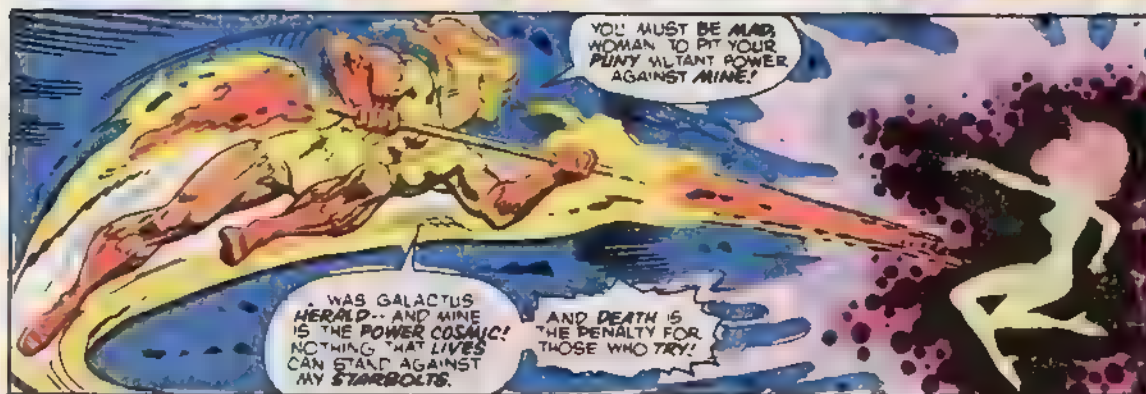
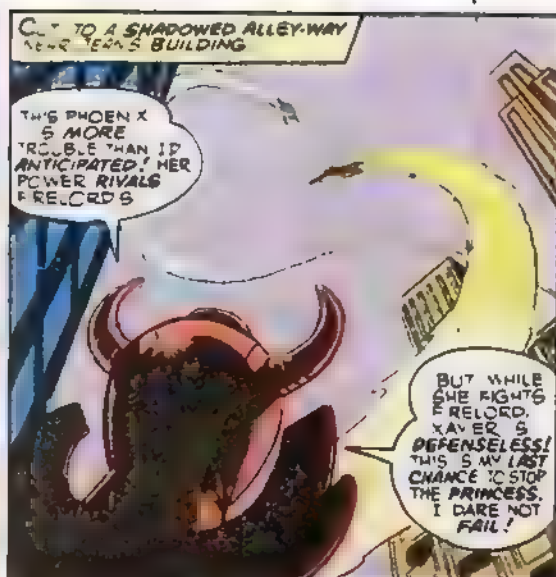
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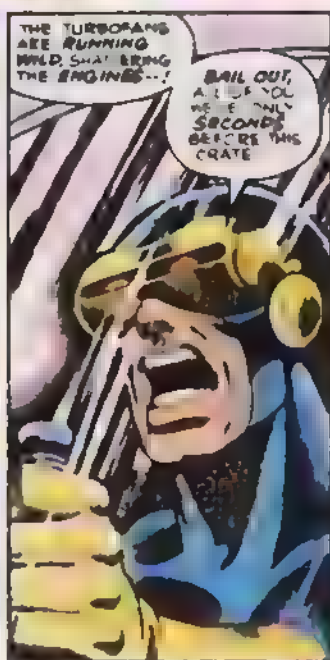
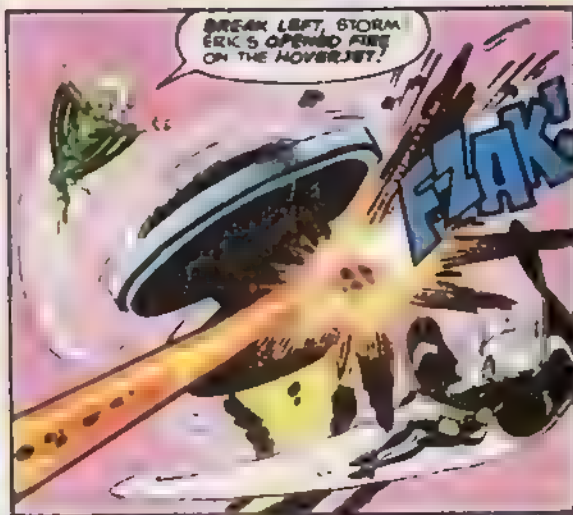
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
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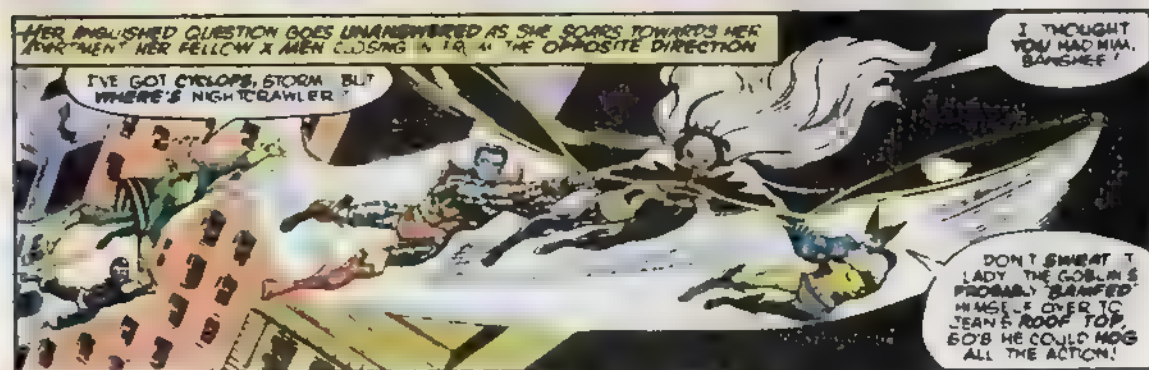
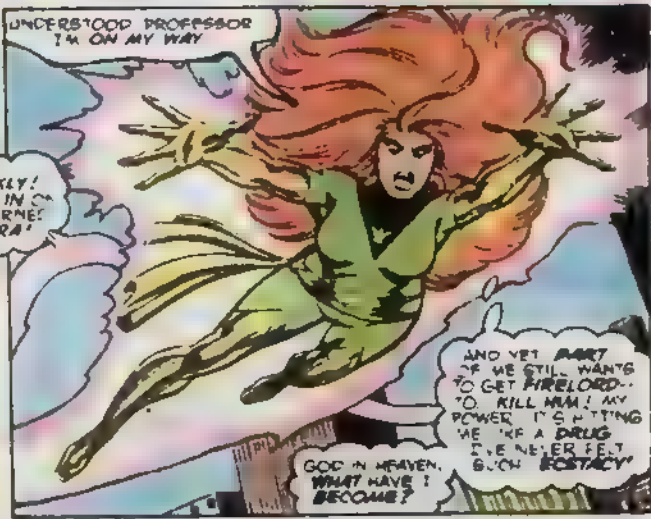
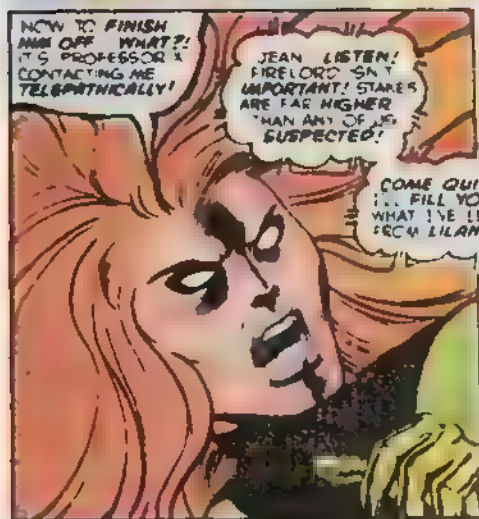
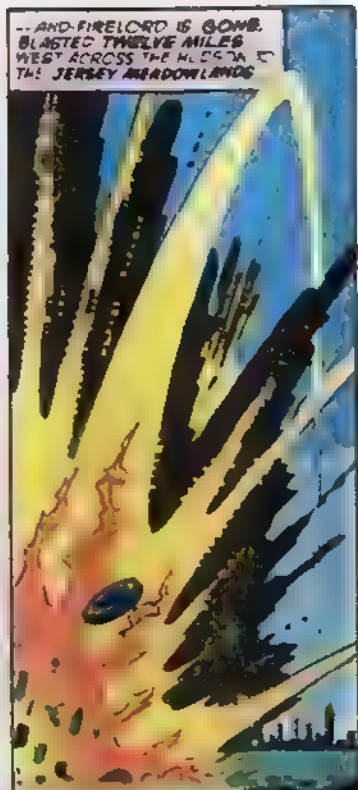
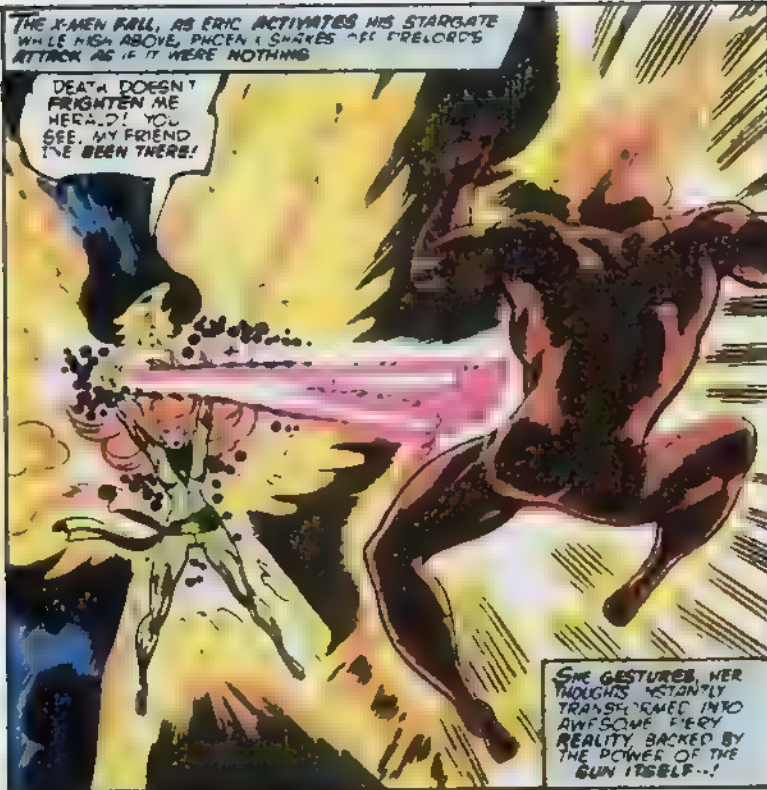
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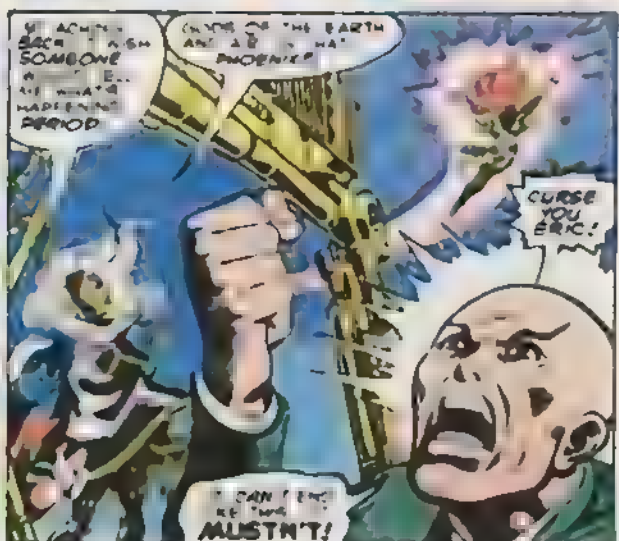
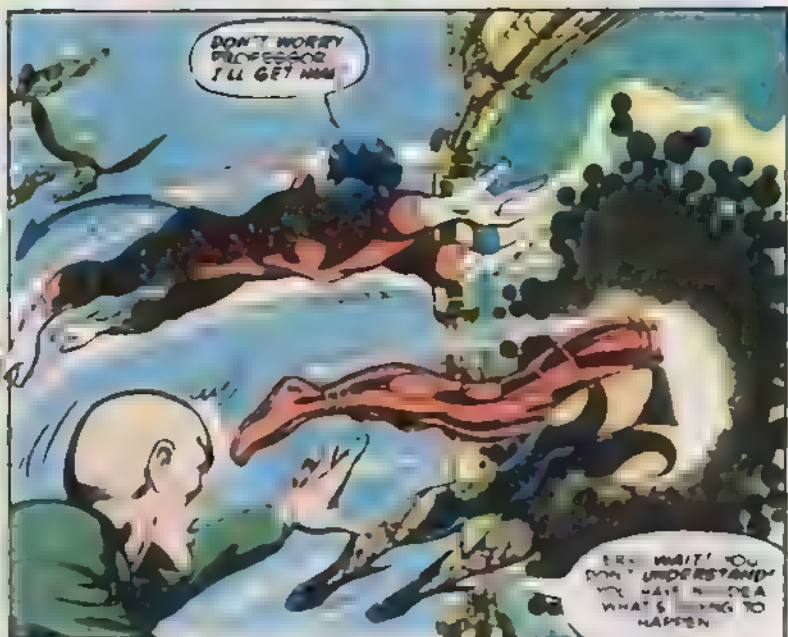
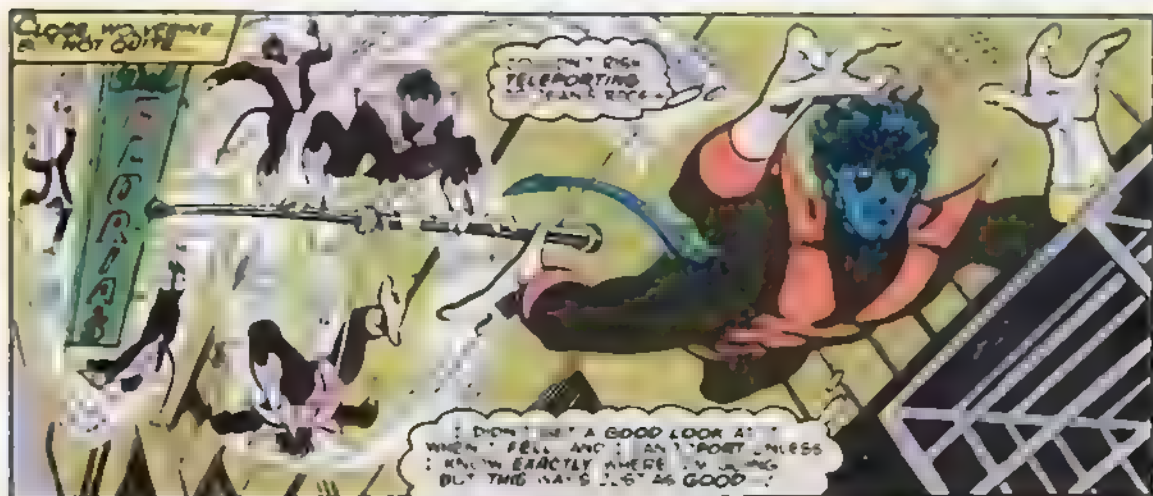


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STAN LEE'S SOAPBOX

Hang onto your hats, heroes, cause here's the sizzling secret we've been sitting on for months! At last we can tell you the dynamite news! From now on mighty Marvel and only mighty Marvel — will be bringing you the monthly adventures of TARZAN — as well as JOHN CARTER OF MARS!! That's right, Charlie! Can you imagine it? At the way out wonderment of the great Edgar Rice Burroughs masterpieces brought to you by Marvel's most titanic talents! Starting March 22nd you'll be able to pounce upon the very first TARZAN issue written by Rascally ROY THOMAS and drawn by Big JOHN BUSCEMA. Then while your head's not swimming, you can also grab JOHN CARTER OF MARS, sensationally scripted by our own Marvellous MARV WOLFGANG and illustrated through the magic of Garrulous GIL KANE and Daring DAVE COCKRUM! Get to the newsstand early — send for a fast subscription — do it any way you can — but don't dare miss em! You'll see all the Burroughs magic as it was always meant to be — Tarzan swift and strong and savage — John Carter, big and bold and barbarous! Think of it: the very first Marvel issue of each! Museums all around the world are probably already making

room to display these historic volumes! Yep here's your chance to possess a couple of instant heirlooms and thrill to the kind of pulse pounding yarns they just aren't writing anymore! TARZAN JOHN CARTER OF MARS! Brought to you by Marvel! If only I wasn't too shy to really plug em! Hey speaking of plugs — here's another unabashed and unsolicited commercial for one of my favorite mags. In case I haven't told you lately that I'll also produce a merry little masterpiece called CELEBRITY. Within its slick sleek and shiny pages each month you'll find photo bios about the most colorful celebs we know from Woody Allen to John Travolta to Arnold Schwarzenegger to The Human Fly — you'll find em all in a plethora of peppy pictures — my own little fun mag CELEBRITY TARZAN JOHN CARTER! Know what you're thinking? Why are we so good to you? Well don't bother showering us with gratitude — just go out there and BUY! And while you're harvesting our cheery little cornucopia of culture I know you're all saying "Fiat justa quia caritas!" Or as Howard the Duck might put it "Let justice be done though the heavens fall!"

Excuse me

ITEM! The Holiday season will be well behind you by the time you read this, but we're right in the midst of it as these words are being written. So we'd like to launch this month's Bullpen notes with a very large thank you to the many Marvelites kind enough to send us Christmas cards and Seasons Greetings. We love each and every one of them. Sometimes we get so wrapped up in the writing/drawing/inking end of this crazy business we momentarily forget one of the nicest things about our comics — the people who read them. Thanks again for reminding us with all those treasured cards!

ITEM! Speaking of Christmas cards, all our staff and free-lancers are still stunned over the nifty tone that Mirthful MARIE SEVERIN has exhibited among us. It's a detailed drawing of our entire offices and has just about everyone in the whole blessed Bullpen cavorting through it. This has to be one of the wisest works of art since Peter Breughel did his last big medieval crowd scene some several centuries ago. Marie originally did the drawing as a wrap-around cover for FOOOM our fearless fan mag and if you're one of the lucky subscribers, then you've already seen said work of art gracing your

latest issue and know whereof we speak. Perhaps next year if we do one of our Holiday Treasures, we can persuade Ms. Severin to let us reprint her momentous masterpiece. Then of course the only problem will be getting everyone in the Bullpen to do anything like dieting, hair restyling or extensive orthodontic work that might possibly alter their appearance.

ITEM! Last time around we said a hello to you about a new title in the works, namely He's Green and Mean and leaves a dangerous scene. As those who thought it might be ANCAAR THE GIANT CECILERY STALK WHO WALKED LIKE A MAN get an A for imagination and free psychiatric counseling. No we were hatching about none other than GODZILLA the mammoth movie monster whom we think is going to be every bit as big (ouch) in comics in about two months you'll be able to judge for yourself as that's when it will be on sale. In the meantime after some editorial huddling with Artful ARCHIE GOODWIN writer DOUG MOENCH and artist HERB TRAMPE are pouring their talent and enthusiasm into the frantic first issue. The series is going to be all original material not adaptations of any

of the movies (though naturally we're going to be drawing on the Big G's background from the films) with both brand new continuing characters as well as some old familiar faces from the mighty Marvel Universe (and just who they might be we're going to hold off telling, just to save a few surprises for you). With the new ideas and directions we have for GODZILLA this just might possibly be the fun book of 1977 — but don't believe any rumors you hear that the first thing we did was to have art director JOHNNY ROMITA design a costume for the gargantuan one!

ITEM! Just as we were about to deliver this page to the printer MARV WOLFGANG, deadline conscious as ever, let us know that his wife MICHELE just gave birth to a baby daughter JESSICA MORGAN (Gee a wolfgirl!) Our congratulations to the proud first time parents and our love and best wishes to the three of you.

ITEM! While we're in a congratulating mood, let's also hear it for Fearless FRANK GIACOGIA whose daughter MARY recently made him a grandfather when she had a daughter of her own. Frank is almost as proud of his new status as we are of his inking on both CAPTAIN AMERICA and our latest hit book NOVA. We hope you're still doing them when you're a great grandfather, Frank!



ITEM! As a final note our apologies to BOB PINAHA, CHRIS PADAVANO and all other members of the FANS OF CENTRAL JERSEY. In an item in our March Bullpen Bulletin on the debut performance of the new "Ballad of Red Sonja" we neglected to mention their aid and contribution to the whole affair's success. (Okay, guys! Now will you reverse Howard the Duck? He's already missed important guest appearances on Face the Nation, David Brinkley's Journal, and Zoo Parade!)

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Assistant Editors

ROY THOMAS LEN WEIN MARV WOLFGANG STEVE GERBER
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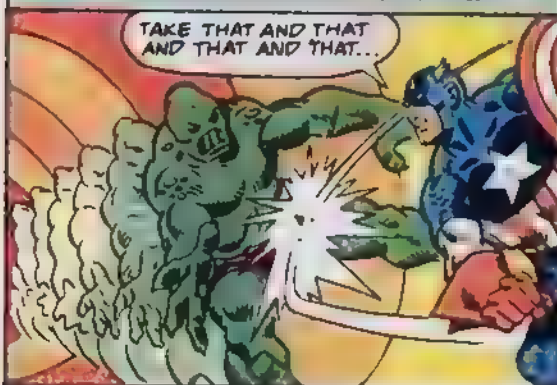
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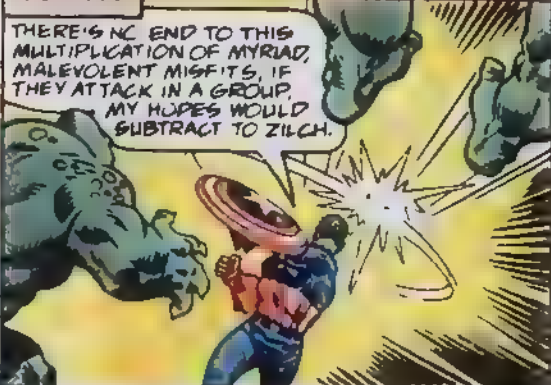


CAPTAIN AMERICA AND THE SORE SIR'S APPRENTICES

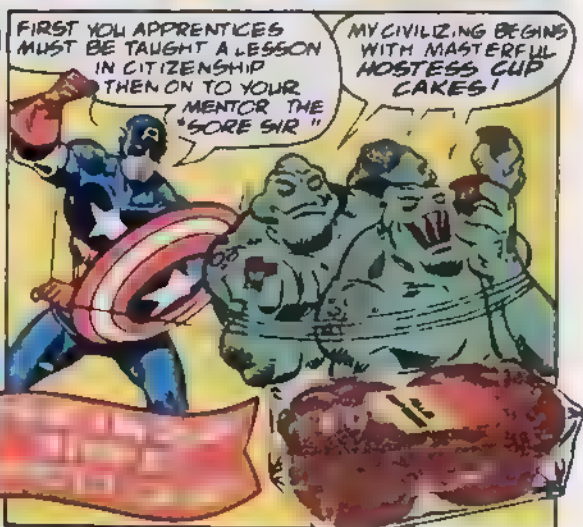
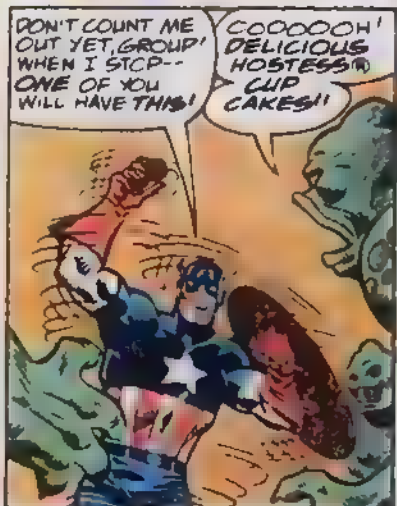
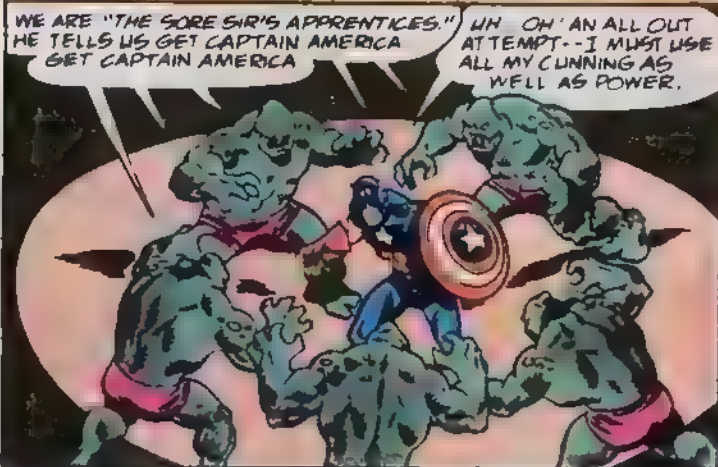
A STRANGE TURN OF FATE HAS BROUGHT A PLETHORA OF MONSTERS UNLEASHED FROM THE ARCHAIC LABORATORY OF THE WIZARD KNOWN AS THE "SORE SIR" CAPTAIN AMERICA TACKLES THE PROBLEM IN A CONFRONTATION THAT LOOKS LIKE A SCENE SET IN THE HOUSE OF MIRRORS



CAP'S MUSCLES TIGHTEN LIKE STEEL SPRINGS, HIS POWERFUL ARM ACTS LIKE A PISTON AS IT SMASHES THE MULTIPLYING MONSTERS WITH JACKHAMMER FORCE BUT--SMALL GAIN, FOR ONE ADVERSARY IS INSTANTLY REPLACED BY ANOTHER



THE MONSTERS BREAK RANK AND FORM A TIGHT CIRCLE AROUND CAP.



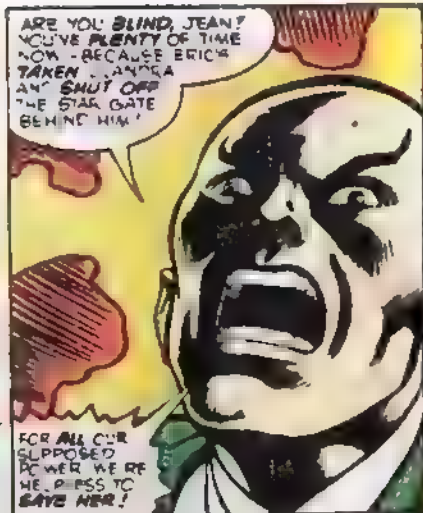
*HOSTESS® IS A REGISTERED TRADEMARK OF ITT CONTINENTAL BAKING COMPANY.



XAVIER! WHO ARE THESE COSTUMED PEOPLE? WHAT'S THE MEANING -?!

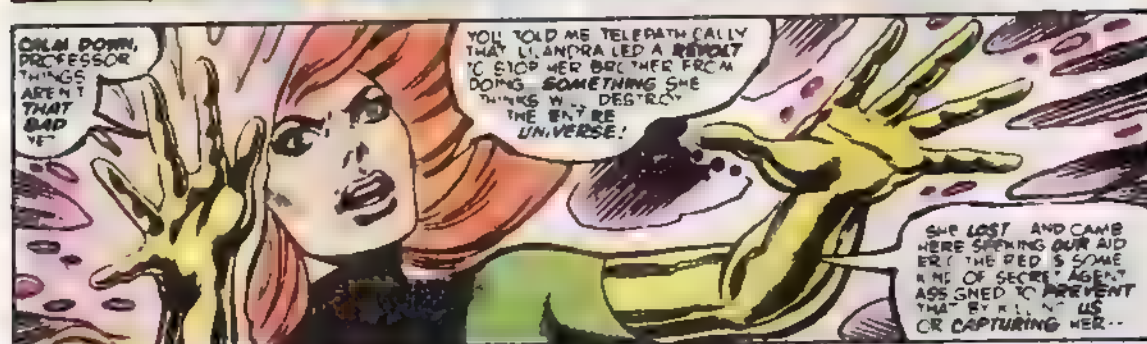
JEAN DEAR

WOW DAD - LATER! THERE'S NO TIME TO EXPLAIN!



ARE YOU BLIND, JEAN? YOU'VE PLENTY OF TIME NOW - BECAUSE ERIC'S TAKEN LILANDRA AND SHUT OFF THE STAR GATE BEHIND HIM!

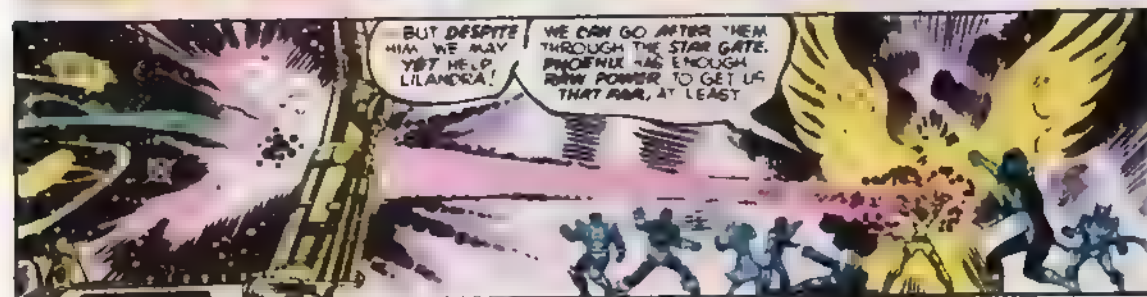
FOR ALL OUR SUPPOSED POWER WE'RE HELPLESS TO SAVE HER!



CALM DOWN, PROFESSOR. THINGS AREN'T THAT BAD YET!

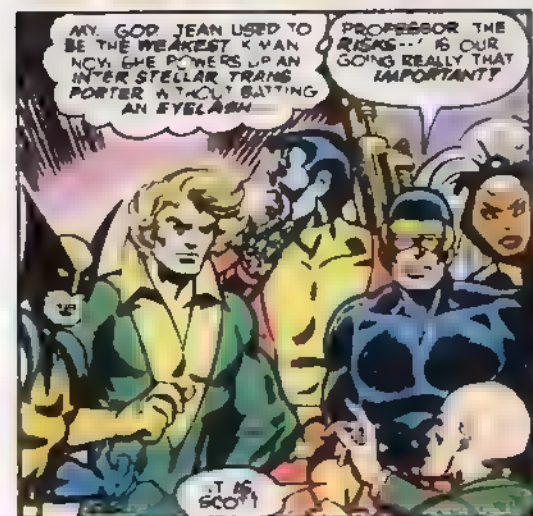
YOU TOLD ME TELEPATHICALLY THAT LILANDRA LED A REVOLT TO STOP HER BROTHER FROM DOING SOMETHING SHE THINKS WILL DESTROY THE ENTIRE UNIVERSE!

SHE LOST AND CAME HERE SEEKING OUR AID. ERIC THE RED IS SOME KIND OF SECRET AGENT ASSIGNED TO PREVENT THAT BY KILLING US OR CAPTURING HER...



BUT DESPITE HIM, WE MAY YET HELP LILANDRA!

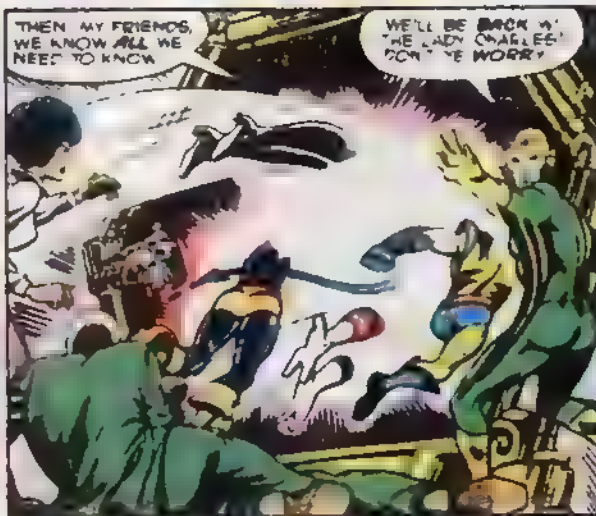
WE CAN GO AFTER THEM THROUGH THE STAR GATE. PHOENIX HAS ENOUGH RAW POWER TO GET US THAT FAR, AT LEAST



MY GOD, JEAN USED TO BE THE WEAKEST KID I'VE EVER SEEN. NOW, SHE POWERS UP AN INTER-STELLAR TRANSPORTER WITHOUT BATTING AN EYELASH!

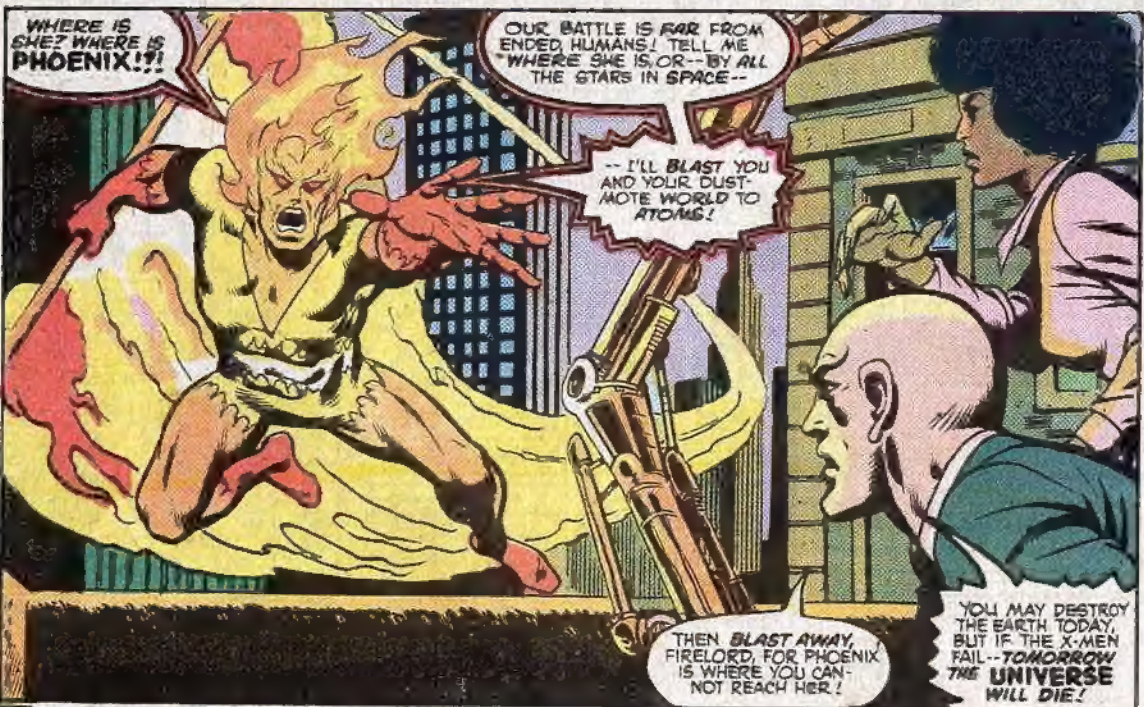
PROFESSOR THE RISKS... IS OUR GOING REALLY THAT IMPORTANT?

IT IS SCOTT!



THEN MY FRIENDS, WE KNOW ALL WE NEED TO KNOW

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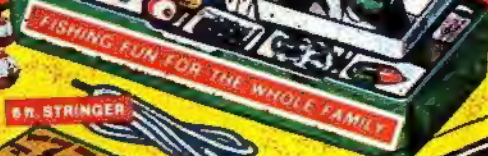
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